Change in Corporate Structure Report

(In accordance with section 4.9 of National Instrument 51-102)

Item 1 Names of the parties to the transaction

G Mining TZ Corp. (formerly G Mining Ventures Corp.) ("**GMIN**"), Reunion Gold Corp. ("**Reunion Gold**"), Greenheart Gold Inc. (formerly 15963982 Canada Inc.) ("**Spinco**") and G Mining Ventures Corp. (formerly 16144616 Canada Inc.) ("**New GMIN**").

Item 2 Description of the transaction

Effective July 15, 2024, GMIN and Reunion Gold completed a court-approved plan of arrangement (the "**Arrangement**") under Section 192 of the *Canada Business Corporations Act*, involving, among others, GMIN, Reunion Gold, Spinco and New GMIN, pursuant to an Arrangement Agreement dated April 22, 2024, as amended effective June 7, 2024 (the "**Arrangement Agreement**") and the Plan of Arrangement (as defined in the Arrangement Agreement).

Pursuant to the Arrangement, the holders of common shares of GMIN ("**GMIN Shares**") received common shares of New GMIN ("**New GMIN Shares**") at a ratio of 0.25 New GMIN Shares for each GMIN Share held and the holders of common shares of Reunion Gold ("**Reunion Gold Shares**") received New GMIN Shares at a ratio of 0.07125 of a New GMIN Share for each Reunion Gold Share held and common shares of Spinco ("**Spinco Shares**") at a ratio of 0.05 of a Spinco Share for each Reunion Gold Share held.

As a result of completing the Arrangement, GMIN and Reunion Gold are direct wholly-owned subsidiaries of New GMIN.

Item 3 Effective date of the transaction

The Arrangement was effective as of July 15, 2024.

Item 4 Names of each party that ceased to be a reporting issuer subsequent to the transaction and of each continuing entity

As a result of completing the Arrangement, New GMIN became a reporting issuer in each of the provinces and territories of Canada and Spinco became a reporting issuer in each of the provinces of Canada other than Quebec.

GMIN will make an application to the *Autorité des marchés financiers*, as principal regulator, to cease to be a reporting issuer in each of the provinces and territories of Canada.

Reunion Gold has made an application to the Ontario Securities Commission, as principal regulator, to cease to be a reporting issuer in each of the provinces of Canada where it is a reporting issuer.

Item 5 Date of the reporting issuer's first financial year-end subsequent to the transaction (if paragraph (a) or (b)(ii) of Section 4.9 of NI 51-102 applies)

December 31, 2024 will be New GMIN's first financial year-end subsequent to the Arrangement.

Item 6 **The periods, including the comparative periods, if any, of the interim financial reports and annual financial statements required to be filed for the reporting issuer's first financial year subsequent to the transaction (if paragraph (a) or (b)(ii) of Section 4.9 of NI 51-102 applies)**

For accounting and financial reporting purposes, New GMIN will be considered the continuity of GMIN, the accounting acquirer of Reunion Gold and the holder of a participation in Spinco. Given that the Arrangement was effective as of July 15, 2024, New GMIN will be required to file comparative interim condensed consolidated financial statements for the three and nine month periods ending September 30, 2024. New GMIN will also be required to file comparative audited annual consolidated financial statements for the year ending December 31, 2024.

Item 7 **The filed documents that described the transaction and where those documents may be found in electronic format (if paragraph (a) or (b)(ii) of Section 4.9 of NI 51-102 applies)**

The Arrangement is more particularly described in the joint management information circular of GMIN and Reunion Gold dated June 7, 2024 (the "**Circular**") prepared in connection with the annual general and special meetings of GMIN shareholders held on July 9, 2024, and the annual general and special meetings of Reunion Gold securityholders also held on July 9, 2024. Copies of the Circular and Arrangement Agreement, along with material agreements, can be accessed through the profiles of each of GMIN and Reunion Gold on the SEDAR+ website at www.sedarplus.com.

Item 8 **Date of Notice**

July 15, 2024